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OFFICE OF THE
EXECUTIVE SECRETARY

September 8, 2000

Via Hand-Delivery

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No.99-00909 – Response to Motion to Continue

Dear Mr. Waddell:

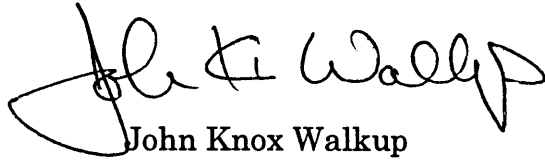
Enclosed you will find the original and thirteen (13) copies of the Response to Motion to Continue.

Sincerely,



D. Billye Sanders
Attorney for Memphis Light Gas &
Water Division and Memphis
Networkx, LLC

K. David Waddell
September 8, 2000
Page 2

A handwritten signature in black ink, appearing to read "John Knox Walkup". The signature is stylized with a large, sweeping initial "J" and "K".

John Knox Walkup
Wyatt, Tarrant & Combs
Attorney for A&L and Memphis
Networx, LLC

DBS:lmb
Enclosures

cc: Parties of Record
Charlotte Knight Griffin, Esq.
Ward Huddleston

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:)
)
APPLICATION OF MEMPHIS)
NETWORKX, LLC FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND)
NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
AND JOINT PETITION OF MEMPHIS)
LIGHT GAS AND WATER DIVISION,)
A DIVISION OF THE CITY OF MEMPHIS,)
TENNESSEE ("MLGW") AND A&L)
NETWORKS-TENNESSEE, LLC ("A&L"))
FOR APPROVAL OF AGREEMENT)
BETWEEN MLGW AND A&L REGARDING)
JOINT OWNERSHIP OF MEMPHIS)
NETWORKX, LLC)

DOCKET NO. 99-00909

RESPONSE TO MOTION TO CONTINUE

Come now, the Applicant, Memphis Networkx, LLC, and Joint Petitioners, Memphis Light Gas and Water Division, a division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L"), and for response to the Request to Continue by Intervenor, Time Warner Communications of the Mid-South, Time Warner Telecom of the Mid-South, L.P., and the Tennessee Cable Telecommunications Association, would state as follows:

1. Applicant and Joint Petitioners have made diligent search to locate all items requested for production throughout this proceeding including those identified in the Intervenor's motion. To the best of Applicant and Joint Petitioners information, knowledge and belief, a business plan / market research document,

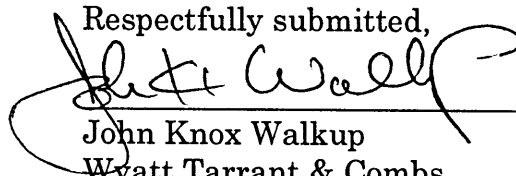
seventeen page prior consultant's report and two page overview no longer exist, if certain ones ever existed, under the control or custody of A&L Networks-Tennessee, Aptus, A&L Underground, Memphis Networx, Memphis Light, Gas, and Water or Arthur D. Little.

2. While reserving the right to contest whether records of contract payments were, in fact, directed to be produced, the Applicants/Joint Petitioners have this day produced to interested parties records relating to all contracts contained in A&L or Arthur D. Little records as well as contract payment records of A&L.

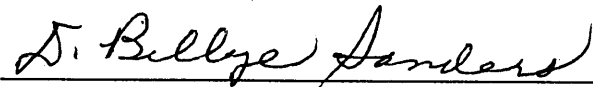
3. This production and this report of documents not located, satisfy the requirements upon the Applicant and Joint Petitioners, herein.

WHEREFORE, the motion to continue should be denied.

Respectfully submitted,



John Knox Walkup
Wyatt Tarrant & Combs
511 Union Street, Suite 1500
Nashville, Tennessee 37219-1750
Attorney for A&L-Tennessee, LLC and
Memphis Networx, LLC



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Attorney for MLGW and Memphis Networx,
LLC

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify that on this 8th day of September, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile, or U.S. Mail postage pre-paid to the Counsel of Record listed below.

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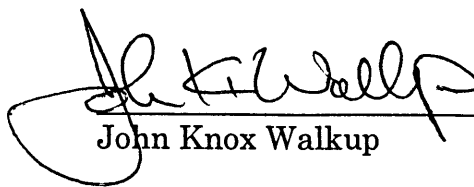
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